

## VOLUNTARY PETITION

United States Bankruptcy Court Northern District of Illinois		<b>VOLUNTARY PETITION</b>												
Name of Debtor (if individual, enter Last, First, Middle): <b>OMC FISHING BOAT GROUP, INC., a Delaware Corporation</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):												
All Other Names used by Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used by Joint Debtor in the last 6 years (include married, maiden, and trade names):												
Soc. Sec./Tax I.D. No. (if more than one, state all): <b>36-3516449</b>		Soc. Sec./Tax I.D. No. (if more than one, state all):												
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>100 Sea Horse Drive Waukegan, Illinois 60085 Attn: Gordon Repp</b>		Street Address of Debtor (No. & Street, City, State & Zip Code):												
County of Residence or of the Principal Place of Business: <b>Lake County, Illinois</b>		County of Residence or of the Principal Place of Business:												
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):												
Location of Principal Assets of Business Debtor (if different from addresses listed above): <b>Columbia, South Carolina and Murfreesboro, Tennessee</b>														
<b>INFORMATION REGARDING DEBTOR (Check the Applicable Boxes)</b>														
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.														
<b>Type of Debtor (Check all boxes that apply)</b> <input type="checkbox"/> Individual <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____		<b>Chapter or Section of Bankruptcy Code Under Which the Petition Is Filed (Check one box)</b> <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304-Case ancillary to foreign proceeding												
<b>Nature of Debts (Check one box)</b> <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business														
<b>Chapter 11 Small Business (Check all boxes that apply)</b> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101. <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e). (optional)		<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3												
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there be no funds available for distribution to unsecured creditors														
<b>Estimated Number of Creditors (Jointly Administered)</b> <table style="width: 100%; text-align: center;"> <tr> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-over</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>			1-15	16-49	50-99	100-199	200-999	1,000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
1-15	16-49	50-99	100-199	200-999	1,000-over									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>									
<b>Estimated Assets (Jointly Administered)</b> <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									
<b>Estimated Debts (Jointly Administered)</b> <table style="width: 100%; text-align: center;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million									
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									

**U.S. Bankruptcy Court**  
**Northern District of Illinois**  
**FILED: 12/22/00**  
**Time: 3:01 p.m.**  
**Debtor: OMC FISHING BOAT GROUP INC**  
**Case #: 00-37410**  
**Chapter 11**  
**Judge Jack B. Schmetterer**



<b>VOLUNTARY PETITION</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>OMC Fishing Boat Group, Inc.</b>		Form B1, Page 2
<b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet)				
Location Where Filed: <b>None</b>		Case Number:		Date Filed:
<b>Pending Bankruptcy Case Filed by Any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)				
Name of Debtor: <b>See Annex A</b>		Case Number: <b>00-31469</b>		Date Filed:
District:		Relationship:		Judge:
<b>SIGNATURES</b>				
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.		
<input checked="" type="checkbox"/> Signature of Debtor		<input checked="" type="checkbox"/> <i>Eric T. Martinez</i> Signature of Authorized Individual		
<input checked="" type="checkbox"/> Signature of Joint Debtor		Eric T. Martinez Signature of Authorized Individual		
Telephone Number (If not represented by attorney)		Chief Financial Officer Title of Authorized Individual		
Date		December 22, 2000 Date		
<b>Signature of Attorney</b> <input checked="" type="checkbox"/> <i>David S. Kurtz</i> Signature of Attorney for Debtor(s)		<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.		
David S. Kurtz Printed Name of Attorney for Debtor(s)		Printed Name of Bankruptcy Petition Preparer		
Skadden, Arps, Slate, Meagher & Flom, (Illinois) Firm Name		Social Security Number		
333 West Wacker Drive, Chicago, IL 60606 Address		Address		
(312) 407-0700 Telephone Number		Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:		
December 22, 2000 Date		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.		
<b>EXHIBIT A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<input checked="" type="checkbox"/> Signature of Bankruptcy Petition Preparer		
<b>EXHIBIT B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.		Date		
<input checked="" type="checkbox"/> Signature of Attorney for Debtor(s)		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.		
Date				

ANNEX A - AFFILIATED DEBTORS

On the date hereof, the following affiliated entities filed petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Illinois:

1. Outboard Marine Corporation
2. OMC Recreational Boat Group, Inc.
3. OMC Fishing Boat Group, Inc.
4. OMC Aluminum Boat Group, Inc.
5. OMC Latin America/Caribbean, Inc.
6. Recreational Boat Group Limited Partnership
7. Outboard Marine Transportation Corporation
8. OMCEMA, Inc.
9. OMC Nevada, Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

-----X  
In re :  
 : Chapter 11  
OMC Fishing Boat Group, Inc., :  
a Delaware Corporation, :  
 : Case No. 00-\_\_\_\_ ( )  
Debtor. :  
-----X

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of debtor's creditors holding the 20 largest unsecured claims, as of approximately December 12, 2000. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.

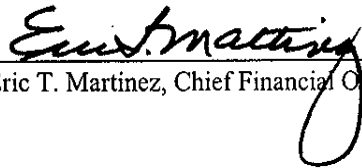
The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.'

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
State Street Bank and Trust Company as Indenture Trustee for 10 3/4% Senior Notes Series A Due 2008	State Street Bank and Trust Company Goodwin Square 225 Asylum Street, 23 <sup>rd</sup> Floor Hartford, CT 06103 Attn: Steven Cimalore Fax: (860) 244-1897	Notes		\$160,000,000
Ashland Chemical Inc. -056	P.O. Box 101489 Atlanta, GA 30392	Trade		115,111.83
Interstate Batteries	12770 Merit Dr. Suite 400 Dallas, TX 75251	Trade		74,325.00
Ashland Distribution-083	P.O. Box 101489 Atlanta, GA 30392-1489	Trade		69,211.43
Metal Moulding Corp.	1225 Northgate Bus. Parkway Madison, TN 37115	Trade		63,549.04

(1) NAME OF CREDITOR AND COM- PLETE MAILING ADDRESS INCLUD- ING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS IN- CLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
North American Composites	582 Brick Church Park Drive Nashville, TN 37207	Trade		59,357.94
The Wise Co. Inc.	5535 Pleasant View Rd. Memphis, TN 38134	Trade		51,339.57
Quality Manufacturing	8256 Horton Hwy. College Grove, TN 37046	Trade		45,436.08
Jetstar Trailer Tire & Wheel	354 Creasman Drive Winchester, TN 37398	Trade		40,907.76
BH Electronics Inc.	P.O. Box 506 Atoka, TN 38004	Trade		38,352.26
Cook Composites & Polymers Co.	P.O. Box 419389 Kansas City, MO 64141-6389	Trade		31,588.13
Unique Functional Products	135 Sunshine Lane	Trade		28,137.78
Alliance Carpet, Inc.	304 Brickyard Road Dalton, GA 30719	Trade		24,349.55
Patco, Inc.	P.O. Box 2814 Murfreesboro, TN 37133	Trade		18,377.94
Moeller Marine Products	Dept. 1083 P.O. Box 4 Hartford, CT 06151-1083	Trade		17,216.51
Attwood Corporation	75 Remittance Dr., Ste. 1311 Chicago, IL 60675-1311	Trade		14,854.99
Charging Systems International	5000 Linbar Dr. Suite 202 Nashville, TN 37211	Trade		14,616.58
K & S Steel Fabrication, Inc.	828 Interstate Dr. Manchester, TN 37355	Trade		13,174.92
O'Neil Steel, Inc.	P.O. Box 2623 744 N. 41 <sup>st</sup> Birmingham, AL 35202	Trade		12,193.60
Piedmont Plastics, Inc.	P.O. Box 890216 Charlotte, NC 28289-0216	Trade		11,908.93

I, Eric T. Martinez, Chief Financial Officer of OMC Fishing Boat Group, Inc., declare under penalty of perjury that I have read the foregoing list and that it is true and correct as of December 22, 2000, to the best of my knowledge, information and belief.

Date: December 22, 2000

Signature:   
Name/Title: Eric T. Martinez, Chief Financial Officer

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1. The Debtor has not yet identified all of the 20 largest unsecured claims, if any, that are contingent, unliquidated, disputed and/or subject to setoff. The Debtor reserves the right to identify any of the 20 largest unsecured claims in its schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

CERTIFICATE OF ASSISTANT SECRETARY AS TO RESOLUTIONS ADOPTED  
BY BOARD OF DIRECTORS OF OMC FISHING BOAT GROUP, INC.

The undersigned, Gordon G. Repp, being the duly elected Assistant Secretary of OMC Fishing Boat Group, Inc., a Delaware corporation (the "Corporation"), does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Corporation at a special meeting duly held on December 22, 2000, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED that in the judgment of the Board of Directors it is desirable and in the best interests of the Corporation, its creditors, stockholders and other interested parties, that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED that in the judgment of the Board of Directors it is desirable and in the best interests of the Corporation, its creditors, stockholders and other interested parties that the Corporation sell all or substantially all its assets under the provisions of the Bankruptcy Code; and it is further

RESOLVED that Eric T. Martinez, Chief Financial Officer of the Corporation, be, and hereby is, appointed by the Board of Directors as authorized signatory for the chapter 11 case (hereinafter, the "Authorized Signatory"); and it is further

RESOLVED that the chief executive officer, president, chief operating officer, executive vice president, chief financial officer, and any vice president of the Corporation (collectively, the "Authorized Officers") and the Authorized Signatory be, and each hereby is, authorized and directed on behalf of the Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Illinois in such form and at such time as the Authorized Officer or Authorized Signatory executing said petition on behalf of the Corporation shall determine; and it is further

RESOLVED that the Authorized Officers and the Authorized Signatory, or any one of them be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, a plan of reorganization and disclosure statement, and all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, and in that connection to employ and retain all assistance by legal counsel, investment bankers,

accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case contemplated hereby, with a view to the successful prosecution of such case; and it is further

RESOLVED that the law firm of Skadden, Arps, Slate, Meagher & Flom (Illinois), located at 333 West Wacker Drive, Chicago, Illinois 60606, and its affiliated law practice entities be, and hereby are, employed to render legal services to, and to represent, the Corporation in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the Corporation as debtor and debtor-in-possession under chapter 11 of the Bankruptcy Code be, and it hereby is, authorized to borrow funds from a lender or lenders as the Authorized Signatory or any Authorized Officer of the Corporation deems appropriate (a "DIP Facility"), and obtain the use of cash collateral in such amounts, from such lender or lenders and on such terms as may be approved by any one or more of the Authorized Officers or the Authorized Signatory as reasonably necessary for the continuing conduct of the affairs of the Corporation and grant security interests in and liens upon all or substantially all of the Corporation's assets as may be deemed necessary by any one or more of the Authorized Officers or the Authorized Signatory in connection with such borrowings or the use of such cash collateral; and it is further

RESOLVED that the Authorized Officers and the Authorized Signatory, or any one of them be, and each hereby is, authorized and empowered to execute, deliver, and perform for and on behalf of the Corporation, as debtor and debtor-in-possession, any documents, agreements, instruments, financing statements, undertakings and certificates necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution, including, but not limited to, any notes evidencing the obligations of the Corporation under the DIP Facility, any mortgages, pledge or hypothecation agreements or any other security agreements evidencing the liens and security interests granted to the lenders under the DIP Facility, and any modifications or supplements thereto, all such materials to be in the form approved by the Authorized Officer or Authorized Signatory, the execution and delivery thereof to be conclusive evidence of such approval, containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officer or Authorized Signatory so acting; and it is further

RESOLVED that the Authorized Officers and the Authorized Signatory be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Corporation to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and it is further